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BEFORE THE ARIZONA CORPORATION COMMISSION

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2008 SEP 18 P 2:59

MIKE GLEASON, Chairman  
WILLIAM A. MUNDELL  
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GARY PIERCE

AZ CORP COMMISSION  
DOCKET CONTROL

In the matter of:

DOCKET NO. S-20625A-08-0481

JEROME WILLIAM CARTER, individually  
and doing business as GOOD ONLY DONE  
PRODUCTIONS, L.L.C., a defunct Colorado  
limited liability company, and JANE DOE  
CARTER, husband and wife,

**TEMPORARY ORDER TO CEASE AND  
DESIST AND NOTICE OF  
OPPORTUNITY FOR HEARING**

THE GREATEST ONLY DIVINE  
PRODUCTIONS, L.L.C., a Nevada limited  
liability company,

Arizona Corporation Commission

DOCKETED

SEP 18 2008

Respondents.

DOCKETED BY

MR

**NOTICE: THIS ORDER IS EFFECTIVE IMMEDIATELY**

**EACH RESPONDENT HAS 20 DAYS TO REQUEST A HEARING**

**EACH RESPONDENT HAS 30 DAYS TO FILE AN ANSWER**

The Securities Division ("Division") of the Arizona Corporation Commission ("Commission") alleges that respondents JEROME WILLIAM CARTER, doing business as GOOD ONLY DONE PRODUCTIONS, L.L.C., a defunct Colorado limited liability company and THE GREATEST ONLY DIVINE PRODUCTIONS, L.L.C., a Nevada limited liability company are engaging in or are about to engage in acts and practices that constitute violations of A.R.S. § 44-1801, *et seq.*, the Arizona Securities Act ("Securities Act"), and that the public welfare requires immediate action.

**I. JURISDICTION**

1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona Constitution and the Securities Act.

**II. RESPONDENTS**

2. Respondent JEROME WILLIAM CARTER ("CARTER") has been, at all times material hereto, a resident of Arizona.

3. JANE DOE CARTER has been at all relevant times the spouse of CARTER and may be referred to as "Respondent Spouse". Respondent Spouse is joined in this action under A.R.S. § 44-2031(C) solely for purposes of determining the liability of the marital community.

4. At all times relevant, CARTER was acting for his own benefit and for the benefit or in furtherance of his and Respondent Spouse's marital community.

5. GOOD ONLY DONE PRODUCTIONS, L.L.C. ("GODP, L.L.C.") was formed in the state of Colorado on January 26, 2007 by CARTER. On June 21, 2007, GODP, L.L.C. was voluntarily dissolved. CARTER was the CEO, President and Founder of GODP, L.L.C.

6. CARTER, through websites under his control and operated for his benefit, represents that GODP, L.L.C. maintains offices in Boulder, Colorado, Nassau, Bahamas, Scottsdale, Arizona, San Diego, California and Beverly Hills, California.

7. THE GREATEST ONLY DIVINE PRODUCTIONS, L.L.C. ("GREATEST ONLY, L.L.C.") was formed in the State of Nevada on March 19, 2008 by CARTER who, according to corporate documents filed with the State of Nevada, is a manager of GREATEST ONLY, L.L.C.

8. CARTER, individually and doing business as GODP, L.L.C, and GREATEST ONLY, L.L.C. may be referred to collectively as "Respondents."

**III. FACTS**

9. Respondents have been and are directly offering and selling securities from Arizona in the form of investment contracts and/or commodity investment contracts since at least July 2007.

10. At all times material hereto, Respondents have not been registered as dealers or securities salesmen.

1           11. At all times material hereto, CARTER conducted the business of GREATEST  
2 ONLY, L.L.C. and GODP, L.L.C. including the offer and sale of securities, from a home located in  
3 Scottsdale, Arizona.

4           12. Respondents maintain various websites and e-mail addresses through which they  
5 offer and sell securities. Internet website addresses [www.greatonlydivineproductions.com](http://www.greatonlydivineproductions.com) and  
6 [www.goodonlydoneproductions.com](http://www.goodonlydoneproductions.com) connect to the same main web page located at  
7 <http://www.greatonlydivineproductions.com> that provides links offering promotional material  
8 related to various investments.

9           13. Respondents describe CARTER to potential investors through websites, video  
10 teleconferences, radio shows and appearances at various events as an international numerologist  
11 and spiritual financial adviser who can predict into the future utilizing numerology.

12           14. CARTER also performs services as a type of life coach to individuals in  
13 Respondents' VIP coaching program ("program"). CARTER represents to people who join the  
14 program that they can, through the use of numerology concepts, improve their financial well-being  
15 by investing in futures and commodities and/or enhance their spiritual awareness.

16           15. Video teleconference calls between the members of the program and CARTER,  
17 often take place three to four times per week. CARTER typically conducts the conferences from  
18 his home in Arizona. To become a member of the program, individuals are required to pay a fee in  
19 an amount determined at the discretion of CARTER.

20           16. Respondents, through websites and video teleconferences, began soliciting members  
21 of the program and others to invest in various types of commodities including copper, rubber,  
22 water and cork. Members of Respondent's program reside throughout the United States, including  
23 several in Arizona.

24           17. CARTER tells various members of the program and investors that he has a gift with  
25 which he can earn millions.  
26

1           18. Respondents represent to potential investors that CARTER experienced previous  
2 success using numerology to make investments in wheat and oranges in 2005.

3           19. Respondents' websites supply various information including, but not limited to,  
4 articles addressing the current price and anticipated growth in the use of commodities including  
5 copper, water, cork and rubber.

6           20. According to one of Respondents' websites, referring to CARTER:

7                   Jerome's sport or lottery is in the realm of Futures and  
8 Commodities. In this area Jerome dominates and shares his  
9 information with only the closest of family, his coaching clients.  
10 Together they will earn millions of dollars in the upcoming year.  
The following is a glimpse of the information and utilities Jerome  
offers his coaching clients.

11           21. The website then offers individuals the opportunity to view three recorded video  
12 teleconferences that are prefaced with the following claim:

13                   Here is a behind the scenes look at some of the conferences Jerome  
14 has with the investors of copper. These people have invested  
millions of dollars and will receive back Billions! . . .

15           22. Respondents misrepresented that investors had invested millions of dollars and  
16 would receive back billions.

17           23. The initial offering to potential investors by Respondents was for investment in the  
18 purchase of copper futures.

19           24. Respondents represented to potential investors, including several who resided in  
20 Arizona, that Respondents would invest their money in copper by utilizing numerology principles  
21 to select the date(s) on which Respondents would purchase copper futures on behalf of investors.

22           25. CARTER told potential investors that he had invested his own personal funds in the  
23 copper venture and that he thought he would invest additional funds.

24           26. Respondents informed investors that their investment funds would be placed into  
25 individual accounts and promised investors various returns including as much as \$30,000 for every  
26 \$2,000 invested.

1           27.     On at least one occasion, CARTER promised an investor a \$20,400 profit in one  
2 year on a principal investment of \$3,500.

3           28.     In exchange for their investment, investors were required to enter into a contract  
4 with Respondents.

5           29.     Pursuant to the Contractual Agreement ("contract") signed by investors, upon  
6 execution of the contract, the investor became "a temporary officer of the Boulder, CO based  
7 corporation registered as Good Only Done Productions, L.L.C."

8           30.     The contract with GODP, L.L.C. includes a provision purporting to give "full power  
9 of attorney for GODP, LLC and/or Jerome Carter to invest the funds on behalf of the temporary  
10 officer."

11          31.     CARTER represented to investors that he would be interviewing several brokers,  
12 one of whom would be selected. According to CARTER, the copper futures would be purchased  
13 through the selected broker on a date to be determined at the sole discretion of CARTER.

14          32.     Once investors provided Respondents with their funds and signed contracts, they  
15 had no contractual right or authority to select a particular broker or date on which the copper  
16 futures would be purchased.

17          33.     The contract indicates that, if for any reason, the investment opportunity (purchase  
18 of copper futures) is not executed on the part of GODP, L.L.C. the entire initial investment would  
19 be returned in full to the investor.

20          34.     The contracts were executed by Jerome Carter as an "agent" for GODP, L.L.C.  
21 According to the contract, CARTER is the CEO, President and Founder of GODP, L.L.C.

22          35.     According to the contract, Respondent would be responsible for setting up an  
23 account in the name of the investor for the exclusive purpose of investing the funds of the investor  
24 in copper futures and commodities.

25          36.     Respondents failed to tell investors that the account into which they had been  
26 instructed to wire their investment funds was in the name of GODP, L.L.C.

1           37.     Respondents failed to tell investors that they had transferred a significant portion of  
2 the funds received from investors into the GODP,L.L.C. account to an account in the name of  
3 GREATEST ONLY, L.L.C.

4           38.     CARTER utilized investor funds from the GODP, L.L.C and GREATEST ONLY,  
5 L.L.C. bank accounts for his own personal use and benefit including making cash withdrawals,  
6 payments to credit card and utility companies and purchases from various retail stores.

7           39.     In or around May 2008, CARTER informed investors that he had not purchased  
8 copper futures on their behalf. According to CARTER, because he did not like what he saw in  
9 copper, he was going to invest investors' funds in water.

10          40.     Despite failing to invest the funds of investors as required by the terms of the  
11 contract, Respondents have refused to honor some investors' request for a return of their principal  
12 investment. In other instances, Respondents required investors seeking a return of their money to  
13 make multiple requests, each time changing the specific wording required to be included by the  
14 investor in any request.

15          41.     To date, several of Respondents' investors have not received the return of their  
16 principal investment or any of their promised returns despite repeated requests, nor have they been  
17 told that their funds were invested.

18                   **IV. VIOLATION OF A.R.S. § 44-1841**

19                   **(Offer and Sale of Unregistered Securities)**

20          42.     From at least July 2007, Respondents have been offering or selling securities in the  
21 form of investment contracts and/or commodity investment contracts, within or from Arizona.

22          43.     The securities referred to above are not registered pursuant to Articles 6 or 7 of the  
23 Securities Act.

24          44.     This conduct violates A.R.S. § 44-1841.  
25  
26

**V. VIOLATION OF A.R.S. § 44-1842**

**(Transactions by Unregistered Dealers or Salesmen)**

45. Respondents have been offering or selling securities within or from Arizona while not registered as dealers or salesmen pursuant to Article 9 of the Securities Act.

46. This conduct violates A.R.S. § 44-1842.

**VI. VIOLATION OF A.R.S. § 44-1991**

**(Fraud in Connection with the Offer or Sale of Securities)**

47. In connection with the offer or sale of securities within or from Arizona, Respondents have been, directly or indirectly: (i) employing a device, scheme, or artifice to defraud; (ii) making untrue statements of material fact or omitting to state material facts that are necessary in order to make the statements made not misleading in light of the circumstances under which they are made; or (iii) engaging in transactions, practices, or courses of business that operate or would operate as a fraud or deceit upon offerees and investors. Respondents' conduct includes, but is not limited to, the following:

a) Failing to disclose to investors that CARTER was using investor funds for his own personal use and benefit;

b) Misrepresenting to investors that their funds were being held in individual accounts in their names when, in fact, investor funds were being pooled into accounts in the name of GODP, L.L.C. and GREATEST ONLY;

c) Misrepresenting to investors that participants in Respondents' video teleconferences had invested millions of dollars in copper and would receive back billions;

d) Misrepresenting to investors that Respondents would invest or return funds received from investors;

48. This conduct violates A.R.S. § 44-1991.

**VII. TEMPORARY ORDER**

**Cease and Desist from Violating the Securities Act**

THEREFORE, based on the above allegations, and because the Commission has determined that the public welfare requires immediate action,

IT IS ORDERED, pursuant to A.R.S. § 44-1972(C) and A.A.C. R14-4-307, that Respondents, their agents, servants, employees, successors, assigns, and those persons in active concert or participation with Respondents CEASE AND DESIST from any violations of the Securities Act.

IT IS FURTHER ORDERED that this Temporary Order to Cease and Desist shall remain in effect for 180 days unless sooner vacated, modified, or made permanent by the Commission.

IT IS FURTHER ORDERED that this Order shall be effective immediately.

**VIII. REQUESTED RELIEF**

The Division requests that the Commission grant the following relief:

1. Order Respondents to permanently cease and desist from violating the Securities Act, pursuant to A.R.S. § 44-2032;
2. Order Respondents to take affirmative action to correct the conditions resulting from Respondents' acts, practices, or transactions, including a requirement to make restitution pursuant to A.R.S. § 44-2032;
3. Order Respondents to pay the state of Arizona administrative penalties of up to five thousand dollars (\$5,000) for each violation of the Securities Act, pursuant to A.R.S. § 44-2036;
4. Order that the marital community of CARTER and JANE DOE CARTER be subject to any order of restitution, rescission, administrative penalties, or other appropriate affirmative action pursuant to A.R.S. § 25-215; and
5. Order any other relief that the Commission deems appropriate.



## IX. HEARING OPPORTUNITY

Each respondent, including any Respondent Spouse, may request a hearing pursuant to A.R.S. § 44-1972 and A.A.C. Rule 14-4-307. **If a Respondent or Respondent Spouse requests a hearing, the requesting respondent must also answer this Temporary Order and Notice.** A request for hearing must be in writing and received by the Commission within 20 days after service of this Temporary Order and Notice. The requesting respondent must deliver or mail the request for hearing to Docket Control, Arizona Corporation Commission, 1200 West Washington, Phoenix, Arizona 85007. Filing instructions may be obtained from Docket Control by calling (602) 542-3477 or on the Commission's Internet web site at [www.azcc.gov/divisions/hearings/docket.asp](http://www.azcc.gov/divisions/hearings/docket.asp).

If a request for hearing is timely made, the Commission shall schedule a hearing to begin 10 to 30 days from the receipt of the request unless otherwise provided by law, stipulated by the parties, or ordered by the Commission. **Unless otherwise ordered by the Commission, this Temporary Order shall remain effective from the date a hearing is requested until a decision is entered.** After a hearing, the Commission may vacate, modify, or make permanent this Temporary Order, with written findings of fact and conclusions of law. A permanent Order may include ordering restitution, assessing administrative penalties, or other action.

If a request for hearing is not timely made, the Division will request that the Commission make permanent this Temporary Order, with written findings of fact and conclusions of law, which may include ordering restitution, assessing administrative penalties, or other relief.

Persons with a disability may request a reasonable accommodation such as a sign language interpreter, as well as request this document in an alternative format, by contacting Linda Hogan, ADA Coordinator, voice phone number 602/542-3931, e-mail [lhogan@azcc.gov](mailto:lhogan@azcc.gov). Requests should be made as early as possible to allow time to arrange the accommodation.

## X. ANSWER REQUIREMENT

Pursuant to A.A.C. R14-4-305, if a Respondent or Respondent Spouse requests a hearing, the requesting respondent must deliver or mail an Answer to this Temporary Order and Notice to

1 Docket Control, Arizona Corporation Commission, 1200 W. Washington, Phoenix, Arizona  
2 85007, within 30 calendar days after the date of service of this Temporary Order and Notice.  
3 Filing instructions may be obtained from Docket Control by calling (602) 542-3477 or on the  
4 Commission's Internet web site at [www.azcc.gov/divisions/hearings/docket.asp](http://www.azcc.gov/divisions/hearings/docket.asp).

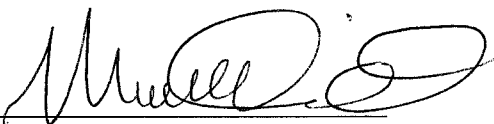
5 Additionally, the answering respondent must serve the Answer upon the Division.  
6 Pursuant to A.A.C. R14-4-303, service upon the Division may be made by mailing or by hand-  
7 delivering a copy of the Answer to the Division at 1300 West Washington, 3<sup>rd</sup> Floor, Phoenix,  
8 Arizona, 85007, addressed to William W. Black.

9 The Answer shall contain an admission or denial of each allegation in this Temporary  
10 Order and Notice and the original signature of the answering respondent or the respondent's  
11 attorney. A statement of a lack of sufficient knowledge or information shall be considered a denial  
12 of an allegation. An allegation not denied shall be considered admitted.

13 When the answering respondent intends in good faith to deny only a part or a qualification  
14 of an allegation, the respondent shall specify that part or qualification of the allegation and shall  
15 admit the remainder. Respondent waives any affirmative defense not raised in the Answer.

16 The officer presiding over the hearing may grant relief from the requirement to file an  
17 Answer for good cause shown.

18 BY ORDER OF THE ARIZONA CORPORATION COMMISSION, this 18<sup>th</sup> day of  
19 September, 2008.

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21 

22 Mark Dinell  
23 Assistant Director of Securities  
24  
25  
26

wwb